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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____)	
In re)	Chapter 11
)	
DELPHI CORPORATION, <i>et al.</i>)	No. 05-44481
)	
Debtors.)	(Jointly Administered)
_____)	

**STIPULATION FOR SUBSTITUTION OF COUNSEL
FOR CLARION CORPORATION OF AMERICA**

Barnes & Thornburg LLP (“Barnes & Thornburg”) and Pillsbury Winthrop Shaw Pittman LLP (“Pillsbury”) hereby stipulate to the substitution of Barnes & Thornburg for Pillsbury as counsel of record for Clarion Corporation of America in the above-captioned case.

Dated: April 21, 2006

Dated: April 21, 2006

BARNES & THORNBURG LLP

PILLSBURY WINTHROP SHAW
PITTMAN LLP

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